

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE NEXCEN BRANDS, INC.
SECURITIES LITIGATION

Master File No. 1:08-cv-04906-AKH

This document relates to: all actions

**NOTICE OF UNOPPOSED MOTION FOR CERTIFICATION OF A SETTLEMENT
CLASS AND PRELIMINARY APPROVAL OF CLASS ACTION SETTLEMENT**

PLEASE TAKE NOTICE, that Lead Plaintiff Vincent Granatelli, through his attorneys, Cohen Milstein Sellers & Toll PLLC, respectfully moves this Court for an Order:

- (a) Preliminarily approving the terms of the settlement set forth in the parties' Stipulation and Agreement of Settlement dated May 2, 2011 (the "Stipulation");
- (b) Preliminarily certifying the proposed Class for the purposes of settlement;
- (c) Establishing a date for a final approval hearing to determine the fairness, reasonableness, and adequacy of the settlement set forth in the Stipulation; and
- (d) Providing for notice to Class Members of the hearing on the proposed settlement and dismissal of the Action.

The Stipulation is intended to fully and finally settle this class action, upon submission of notice of it to shareholders and final Court approval. The purpose of this motion is to obtain the Court's preliminary approval of the settlement and the form of notice of the proposed settlement to be disseminated to Class Members. The terms of the settlement are set forth in full in the Stipulation which, together with its exhibits, is provided to the Court with this motion, as Exhibit

1 (and sub-exhibits A through E) to the Declaration of Catherine A. Torell filed in support of this motion.

Lead Plaintiff respectfully submits that preliminary approval of the settlement and the submission of the settlement to the Class Members are warranted because the “proposed settlement is fair, reasonable, and adequate,” and “the interests of the class are better served by the settlement than by further litigation.” *Manual for Complex Litigation, Fourth* § 21.61 at 309 (2004). All parties to the Settlement have agreed to the Stipulation and the exhibits thereto, and all parties have consented to this motion. There are no legal or factual issues in dispute. In addition, all parties have agreed that a Class, as defined in the Stipulation, should be certified for purposes of this settlement.

Lead Plaintiff respectfully requests that the Court set the date for hearing on final approval of the proposed Settlement at least 120 days from the date of entry of the Proposed Order by which we ask the Court to preliminarily approve the settlement and allow for notice to the Class. (See ¶ 5 of the [Proposed] Order Preliminarily Approving Settlement and Providing For Notice, attached as Exhibit 1-A to the Stipulation.) This will provide the Settling Parties sufficient time to give notice of the settlement to Class Members and to allow them to consider it and their responses, and allow Lead Plaintiff (through the Administrator) to process any objections and exclusions that are filed by Class Members.

Dated: June 10, 2011

Respectfully submitted,

/s/ Catherine A. Torell

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